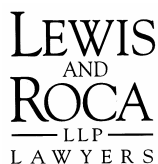


## EXHIBIT A



Federal Tax ID No.  
86-0095078

Phoenix Office  
Centralized Accounting Dept.  
40 North Central  
Phoenix, Arizona 85004  
Main Telephone (602) 262-5311  
Accounting (602) 262-5708  
Facsimile (602) 734-3740

Tucson Office  
One South Church Avenue  
Tucson, Arizona 85701  
Telephone (520) 622-2090

Las Vegas Office  
3993 Howard Hughes Parkway  
Las Vegas, Nevada 89169  
Telephone (702) 949-8200

Albuquerque Office  
201 Third Street, NW  
Albuquerque, New Mexico 87102  
Telephone (505) 764-5400

Reno Office  
5355 Kietzke Lane, Suite 200  
Reno, Nevada 89511  
Telephone (775) 770-2600

ACCT. NO. 46533-00001

November 22, 2006

Invoice No. 785891

**Unsecured Creditors Committee of USA Commercial Mortgage Cor**  
**Attn: Donald R. Walker**  
**9209 Eagle Hills Drive**  
**Las Vegas, NV 89134-6109**

LEGAL SERVICES RENDERED THROUGH OCTOBER 31, 2006

USA Commercial Mortgage Corp Unsecured Creditors  
Committee

#### B110 CASE ADMINISTRATION

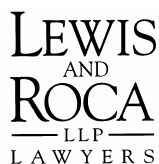
10-02-2006	R. Charles Work with Mr. T. Burr on information needed by Debtors for cash forecast	0.1	38.50
10-02-2006	S. Brown Review committee and debtor websites re updates	0.4	128.00
10-02-2006	M. Schoenike Review updates for Committee Website, e-mail to Mr. S. Brown re same (.1); review e-mail re employee retention bonus policy (.2); review Rieger response to employee bonus (.1); e-mail to BMC re website updates (.5); e-mail to Mr. S. Brown confirming response to inquiries posted on Committee Website (.2)	1.1	198.00
10-03-2006	S. Brown Work on website information (.4); continue drafting summary report for various issues, including proofs of claim, distributions, sale, plan and disclosure statement (.6)	1.0	320.00
10-03-2006	M. Schoenike Review, identify and assist re file organization (.8); follow up with Mr. S. Brown re responses to creditor inquiries (.2)	1.0	180.00
10-04-2006	S. Brown Review memo re meeting with Mr. T. Allison (.3); continue working on website summary (.6)	0.9	288.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 2

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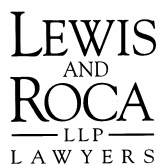
10-04-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.3	0.00
10-04-2006	M. Schoenike Review Burr report on Allison meeting (.2); review, identification of documents received for filing, including calendaring objection deadlines, hearing dates (.9); review summary report from Mr. S. Brown and respond re additions (.2)	1.3	234.00
10-05-2006	S. Freeman Read A. Landis e-mail re former employees	0.1	51.00
10-05-2006	R. Charles Note amended disclosure by Beckley for Diversified (no charge); read Debtors' motion to approve fourth cash budget and draft memo to Debtors' counsel on briefing schedule (.1)	0.1	38.50
10-05-2006	S. Brown Continue work on summary monthly report	0.1	32.00
10-05-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.3	0.00
10-05-2006	M. Schoenike Review, identification of documents received for filing (.4); assist re service of notice of entry of Modified order (.3); assist Ms. S. Freeman re exhibits (.2)	0.9	162.00
10-06-2006	R. Charles Read Debtor's motion to exclude debtors from bar date as to inter-debtor claims or alternatively for appointment of special counsel (.1); draft memo to Ms. A. Jarvis on recommendation (.1); revise memo with input from Ms. E. Karasik (.1); read FTDF response on employee retention program (.1)	0.4	154.00
10-06-2006	S. Brown Continue work on website summary	0.4	128.00
10-06-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.3	0.00



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 3

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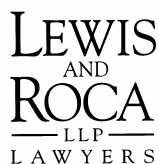
10-08-2006	R. Charles Read memo from Ms. A. Jarvis and draft memo to committee counsel re meeting on Monday	0.1	38.50
10-09-2006	S. Freeman Participate in committees-debtors call re pending issues (.9); review Mr. R. Charles notes re same (.1)	1.0	510.00
10-09-2006	R. Charles Draft memo to Mr. D. Walker on meetings with Debtors and Committees (.1); prepare for and participate in call with all committees and debtors (.9); work on discussion of inter-company claim deadline (.2); read memo from Debtors on the inter-company claims deadline and being heard on an expedited basis (.1)	1.0	385.00
10-09-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.3	0.00
10-09-2006	M. Schoenike Review updated USA docket (.2); review, identify documents, calendar objection and hearing dates (.7); obtain United States Bankruptcy Court Calendar of Events and circulate to team (.2)	1.1	198.00
10-10-2006	S. Brown Continue work on responding to creditor inquiries (.4); review issue re diverted funds as property of the estate (.5); review committee minutes and related issues (.4)	1.3	416.00
10-10-2006	C. Jordan Obtain copy of pleadings for attorney review circulate copy of pleadings for attorney review (NO CHARGE)	0.4	0.00
10-10-2006	M. Schoenike Review e-mail and FTDF Committee re sale/plan process and e-mail to Mr. R. Charles re same	0.2	36.00
10-11-2006	R. Charles Read memos from committee counsel on stipulation on scheduling briefing on the fourth budget (.1); telephone call from Mr. Jonathan Buss of Stewart Title on Montana payoff and whether the order on ordinary course of business transactions covers refinancings (.2)	0.3	115.50



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 4

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10-11-2006	C. Jordan Source code case file documents for identification purposes for attorney R. Charles for production to Debtor and Diversified	2.5	137.50
10-11-2006	M. Schoenike Review Mr. Rob Charles's note re USAIP call (.2); review Ms. S. Meskell e-mail re scheduling committee meeting, calendar meeting date (.1); review, identification of documents received (.3)	0.6	108.00
10-12-2006	S. Freeman Respond to e-mails to Mr. H. Taylor re form of liquidating trust agreement	0.1	51.00
10-12-2006	R. Charles Work on stipulated order on briefing on cash budget with input from Ms. C. Carlyon, Ms. A. Loraditch, Ms. C. Pajak (.2); work on stipulation concerning deadline for objection to disclosure statement (.1)	0.3	115.50
10-12-2006	S. Brown Review case calendar (.1); finalize letter re creditor inquiry (.2)	0.3	96.00
10-12-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.3	0.00
10-12-2006	M. Schoenike Review Order Authorizing Examination Pursuant to Bankruptcy Rule 2004 re USACREG (.1); review, identification of documents received for filing (.3); work on Notice of Deposition, subpoena and respond to Ms. B. Piscitell re same (.4);	0.8	144.00
10-13-2006	R. Charles Read U.S. Trustee's opposition to the employee retention program (.1); work on stipulated order on briefing the cash budget with input from Ms. J. McPherson and Mr. L. Schwartz (.1)	0.2	77.00
10-13-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.5	0.00



ACCOUNT NO. 46533-00001  
 Invoice No. 785891  
 November 22, 2006 Page 5

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10-13-2006	M. Schoenike Review and respond to Mr. D. Walker e-mail re Calendar of Events (.2); review docket, update calendar (.3); review e-mail from Mr. R. Charles re committee expense reimbursement, review application/notice filed (.3); telephone call to Debtor's counsel re filing of application (.2); draft e-mail to Committee Members re expense reimbursement application (.2) draft application for reimbursement and notice (.8); review proofs of claim, e-mail to Ms. S. Freeman and Mr. Rob Charles re analysis project (.2)	2.2	396.00
10-16-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.3	0.00
10-16-2006	M. Schoenike Confer with Mr. T. Morgan re contact list and task codes	0.1	18.00
10-17-2006	S. Freeman Discuss committee meeting and position on plan, sale, IP with Mr. R. Charles (.1); participate in debtors/all committees call (.8)	0.9	459.00
10-17-2006	R. Charles Prepare for and participate in all committees and debtors meeting (.8); draft memo to Mr. A. Landis on inter-company claims issue; read memo from Ms. E. Karasik and enclose revised stipulation on briefing on cash budget (.1); read memo from Mr. L. Schwartzer and revise proposed order (.1)	1.0	385.00
10-17-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.3	0.00
10-18-2006	R. Charles Begin preparation for October 19 hearings (.3); read memo from Mr. A. Landis on briefing schedule on cash budget and draft memo to Mr. S. Farrow (.1); work with counsel on stipulation as to briefing on cash budget (fourth) (.1)	0.5	192.50
10-18-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	1.0	0.00
10-18-2006	M. Schoenike	2.0	360.00



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 6

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	Review, process incoming pleadings (.4); review spreadsheet, and work with Mr. C. Jordan re schedule/claims analysis spreadsheet (1.1); e-mail to Mr. D. Walker re spreadsheet (.2); telephone from Mr. D. Walker re spreadsheet .3)		
10-18-2006	K. Cady Review Nevada Secretary of State's records for statutory agent of USA Commercial Real Estate Group; obtain information regarding statutory agent; meeting with Mr. R. Charles regarding statutory agent	0.2	28.00
10-19-2006	R. Charles Read Debtors' status and agenda report (.1) attend hearings on sale procedures, employee retention, plan exclusivity and related matters, and discussions before and after hearings with counsel for Debtors, committees and interested parties (3.1); discussion after hearing with direct lender on potential witnesses for causes of action (.2)	3.4	1,309.00
10-19-2006	M. Schoenike Respond to Mr. Rob Charles re scheduled committee meetings (.1); review notice of deposition, telephone call to Ms. B. Piscitell re order, file notice (.2)	0.3	54.00
10-20-2006	S. Freeman Read Mr. R. Charles report of hearings	0.1	51.00
10-20-2006	R. Charles Read memo from Mr. S. Strong and finalize proposed order on cash budget briefing (.1); work with Mr. L. Schwartzer on Standard Property and Highland Fund motions and on sale issues (.2)	0.3	115.50
10-20-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.3	0.00
10-20-2006	M. Schoenike Review e-mail re change of address for Shea & Carylton and edit service list (NO CHARGE)	0.1	0.00
10-23-2006	H. Taylor Begin reviewing draft of liquidating trust agreement and telephone call with Mr. R. Charles regarding same	0.3	106.50



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 7

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10-23-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.4	0.00
10-23-2006	M. Schoenike Review Mr. Rob Charles memo of 10/19/06 hearings, update calendar (.4); file, docket, serve Reply Memorandum in Support of Retention Motion (.3)	0.7	126.00
10-24-2006	R. Charles Read memo from Ms. A. Jarvis and work on potential cooperation agreement with former employees (.4); prepare for October 25 hearings (.2)	0.6	231.00
10-24-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.5	0.00
10-24-2006	M. Schoenike Review case status report and e-mail Mr. Rob Charles re posting to website (.2); review, file, docket, serve response to motion to approve loan modification for Palm Harbor One Loan, etc. (.3)	0.5	90.00
10-25-2006	S. Freeman Read Mr. R. Charles interim report on hearing	0.1	51.00
10-25-2006	S. Freeman Telephone from Mr. R. Charles re hearing conclusions and briefing objection to conversion	0.2	102.00
10-25-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.4	0.00
10-25-2006	M. Schoenike Work with Mr. H. Taylor re Liquidating Trust (.3); file, docket serve joinder (.3);	0.6	108.00
10-26-2006	S. Freeman Participate in debtor-committee call	1.2	612.00
10-26-2006	C. Jordan	0.3	0.00





ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 8

	Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)		
10-27-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.3	0.00
10-27-2006	M. Schoenike Review response to Motion to Convert Cases, file, docket, serve (.3); obtain, review updated United States Bankruptcy Court calendar of events/deadlines (.2); review identify, process documents received for filing (.3)	0.8	144.00
10-29-2006	R. Charles Read agenda for Monday hearing (.1)	0.1	38.50
10-30-2006	S. Freeman Check on status of USA Realty 2004 per Mr. S. Sherman request, and respond to him (.3); respond to follow-up inquiry from Mr. S. Sherman re same (.1)	0.4	204.00
10-30-2006	R. Charles Prepare for hearings (1.0); meet with Ms. E. Karasik, Ms. C. Carlyon and others in preparation for hearings and on plan issues to be raised at the hearing (1.0); to court, confer with Mr. D. Walker, Mr. G. Garman, a direct lender, interested parties and counsel (1.0); attend hearings on conversion (denied, objection to claim (previously granted), forbearance (granted), inter-company claims (granted), and use of cash (granted) and discuss issues with Mr. Walker and counsel during breaks and after hearing (3.9); briefly discuss developments with Ms. S. Freeman (.2)	6.8	2,618.00
10-30-2006	C. Jordan Obtain copy of pleadings for attorney review and circulate copy of pleadings for attorney review (NO CHARGE)	0.3	0.00
10-30-2006	M. Schoenike Review USAREG 2004 examination notice and respond to Ms. S. Freeman [.2]; review e-mail, update calendar re rescheduled examination (.1); review various e-mails re DTDF Potential claim (.1)	0.4	72.00
<b>TOTAL FOR TASK CODE B110</b>		<b>47.9</b>	<b>12,251.00</b>



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 9

### B120 ASSET ANALYSIS/RECOVERY

10-02-2006	R. Charles Telephone to Ms. A. Jarvis on collection issues (.1); telephone to Ms. L. Treadway, telephone to Mr. B. Kotter on imaging hard drives (.1); draft memo to debtors' counsel on the imaging issue (.1); telephone to Mr. S. Strong and Mr. J. Hermann on Royal Hotel escrow and related USAIP issues (.4)	0.7	269.50
10-03-2006	S. Freeman Review T. Burr analysis of cash flow forecast and issues	0.1	51.00
10-03-2006	R. Charles Work on collection issues; read memo from Ms. S. Freeman and work on Rule 2004 request on USA Commercial Realty; read proposed order on lease termination and read memo from Ms. Freeman on computer issues (.1); read memo from Mr. J. Hermann on Royal Hotel (.1)	0.2	77.00
10-04-2006	S. Freeman Read e-mail to and from committee members and Mr. R. Charles re asset collection issues (.1); read Mr. R. Charles analysis re collection against IP (.1); read Mr. T. Burr notes of meeting with T. Allison (.1)	0.3	153.00
10-04-2006	R. Charles Read motion to approve interim retention program and draft letter to committee on same (.2); telephone call from Mr. R. McKnight on amended distribution order (.2)	0.4	154.00
10-05-2006	R. Charles Read memo from Ms. P. Reiger and read memo from Mr. T. Burr and draft memo to Ms. A. Jarvis on delay in interim distribution calculations (.2); briefly discuss with Mr. Burr (.1)	0.3	115.50
10-06-2006	S. Freeman Read Mr. R. Charles analysis of prepaid interest setoff issue	0.1	51.00
10-06-2006	S. Freeman Read D. Walker e-mail and attached analysis re portfolio issues	0.2	102.00
10-06-2006	R. Charles	0.4	154.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 10

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	Read memo from Mr. D. Walker and analyze FTDF loan service fees and LLC management fees (.1); telephone call from and read memo from Mr. J. Schaefer of Capital Crossing Bank on sale (.1) and call to Mr. T. Burr on potential meeting and plan issues (.2) and draft memo to Mr. Schaefer on meeting (.1) ; begin default notice / interest research (.1) (Westlaw)		
10-09-2006	S. Freeman Read T. Burr default interest analysis and reply re fee analysis	0.1	51.00
10-09-2006	R. Charles Read memo from Mr. T. Burr on Funds' service fees and fee allocations (.2); read memo from Mr. Burr and from Mesirov on Suttles negotiations (.2); work with Mr. T. Burr on issues raised by Diversified and investigation into management fees (.3); continue research on default interest claims (.2)	0.9	346.50
10-10-2006	R. Charles Meeting via call with Ms. A. Jarvis, Mr. J. Atkinson, Mr. M. Levinson, Mr. J. Herman on Milanowski and USAIP issues (1.0)	1.0	385.00
10-11-2006	S. Freeman Read e-mail reports from Mr. R. Charles re calls on IP; read committee members' responses	0.1	51.00
10-11-2006	R. Charles Prepare for and meet with Diversified professionals, Debtors professionals and Mr. D. Walker and Mr. T. Burr on the USAIP issues	2.0	770.00
10-12-2006	S. Freeman Join in part in call with debtor's and DTDF professionals re IP receivership option	0.3	153.00
10-13-2006	R. Charles Read and respond to memo from Mr. A. Landis with memo from Ms. P. Rieger on delay in distributions	0.2	77.00
10-17-2006	S. Freeman Read e-mails from Mr. R. Charles re IP status and alternatives	0.1	51.00
10-17-2006	S. Freeman Read e-mails from A. Landis, R. Charles re distribution delay issues, and response from A. Jarvis	0.1	51.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 11

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10-17-2006	R. Charles Read memo from Ms. E. Karasik on USAIP issues (.1); read memo from Mr. D. Walker and draft memo to Ms. A. Jarvis on USAIP meeting (.1); meeting with Debtors and Diversified on USAIP, Hantges, Milanowski strategy (1.4) ; read memo from Mr. D. Monson and respond on request for approval of condominium declaration and skim declaration for issues, draft memo to Mr. Monson on same (.2)	1.8	693.00
10-18-2006	S. Freeman Read T. Burr analysis of management fee	0.1	51.00
10-18-2006	R. Charles Read memo from Mr. S. Strong and from counsel on USAIP (.1); read memo from Ms. L. Treadway and draft memo to debtors' counsel on computers (.1)	0.2	77.00
10-19-2006	R. Charles Read motion to file under seal and motion to approve Lerin Hills compromise (.3); draft memo to Ms. A. Jarvis on guarantor (.1); read memo from Mr. T. Burr and schedule on collection and default interest (.1); read memo and schedule from Mr. Burr on Fund management fees (.1)	0.6	231.00
10-20-2006	S. Freeman Read T. Burr e-mail report and analysis re loan collections	0.1	51.00
10-20-2006	R. Charles Work with Mr. M. Tucker on USAIP documents (.1) ; read and respond to letter from title company on Hotel Zoza closing (.2)	0.3	115.50
10-23-2006	S. Freeman Read Mr. R. Charles e-mail re Palm Harbor refinance issue, and respond re questions	0.1	51.00
10-23-2006	R. Charles Read memo from Mr. J. Herman and UCC-1 financing statement against USAIP (.1); draft memo to Mr. Herman on request concerning alleged prior interest of Diversified estate in certain USAIP interests (.1); analyze debtors' fourth cash budget and draft memo to committee on same (.2); draft memo to Mr. T. Burr with memo from Mr. S. Strong on Lerin Hills proposal (.1)	0.5	192.50



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 12

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10-24-2006	S. Freeman Read Mr. T. Burr cash forecast analysis and e-mail exchange with P. Rieger re same	0.1	51.00
10-24-2006	S. Freeman Read Mr. R. Charles, Mr. T. Burr and Mr. S. Smith e-mails re Palm Harbor payoff and send e-mail follow-up query (.2); read Mr. R. Charles and Mr. S. Strong e-mails re Levin Hills (.1)	0.3	153.00
10-24-2006	R. Charles Read memo from Ms. S. Smith on Diversified investment (.1); analyze memo from Ms. C. McClellan on collections (.4)	0.5	192.50
10-24-2006	J. Hinderaker Review documents related to potential litigation (1.6); discuss overview of matter and drafting a complaint against USACM's principals and officers with Mr. R. Charles (.2)	1.8	612.00
10-25-2006	S. Freeman Read Mr. T. Burr e-mail re Oak Shores and attachment and respond	0.1	51.00
10-25-2006	J. Hinderaker Review case related materials (1.0); discuss claims against officers with Mr. R. Charles (.2); work on developing claims to include in complaint (2.7)	3.9	1,326.00
10-26-2006	S. Freeman Read Mr. T. Burr e-mail and report re September loan files	0.1	51.00
10-26-2006	R. Charles Call with Mr. M. Levinson, Mr. J. Hermann, Ms. A. Jarvis, Mr. T. Allison, Ms. S. Freeman and Mr. T. Burr on USAIP issues (1.1); draft memo to Mr. D. Walker on the meeting (.1); work with Mr. J. Hinderaker on lawsuit and theories against USAIP (.2)	1.4	539.00
10-26-2006	J. Hinderaker Review case related materials to understand claims	0.5	170.00
10-27-2006	S. Freeman Review financial analysis from Mr. T. Burr and materials from FTI and e-mail to Mr. R. Charles re same	0.2	102.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 13

10-29-2006	R. Charles Work with Ms. S. Freeman on analysis of the \$58 million note against USAIP (.1)	0.1	38.50
10-30-2006	S. Freeman Read Mr. T. Burr e-mail re loan collections (.1); read Mr. T. Burr analysis of operating reports (.1)	0.2	102.00
10-30-2006	S. Freeman Review DTDF analysis of claim amount and attachments (.2); read D. Walker e-mail re financial analysis concern (.1); read S. Smith response re same (.1); read e-mails to committee members re financial analysis, and explain (.2)	0.6	306.00
10-30-2006	J. Hinderaker Work with Mr. P. Mause on research assignment regarding claims against officers	0.7	238.00
10-30-2006	P. Mause Plan research re claims; research same	0.6	120.00
10-31-2006	S. Freeman Read Mesirow comments on loan collections	0.1	51.00
10-31-2006	P. Mause Review file re claims; research breach of fiduciary relationship	6.1	1,220.00
<b>TOTAL FOR TASK CODE B120</b>		<b>28.5</b>	<b>9,847.50</b>

#### **B130 ASSET DISPOSITION**

10-01-2006	R. Charles Read order expediting hearing on sale procedures (.1)	0.1	38.50
10-03-2006	S. Brown Review terms of sale and auction and notice re same	0.8	256.00
10-04-2006	M. Schoenike Review various e-mails re proceeds of sale, preliminary title commitment, and real estate commissions	0.2	36.00
10-06-2006	S. Freeman	0.1	51.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 14

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	Read e-mails from D. Walker and R. Charles re sale issues and meeting with prospective bidder		
10-06-2006	R. Charles Read memo from Ms. A. Jarvis on asset purchase agreement (.1); draft memo to counsel on drafting project (.1); read memo from Mr. F. Merola on Ms. D. Cica (.1); read memo from Ms. D. Cica; Read letter from Capital Crossing Bank and note its qualification package (.1)	0.6	231.00
10-06-2006	T. Morgan Review e-mail from Mr. Charles and respond to same re APA	0.2	80.00
10-09-2006	S. Freeman Review C. Pajak revised sale timeline	0.1	51.00
10-09-2006	R. Charles Work on meeting with Capital Crossing Bank (.1); read memo from Mr. B. Fasel (.1); read memo from Ms. C. Pajak with timeline (.1); work on asset purchase agreement from buyer (.2); work with Mr. T. Morgan on asset purchase agreement (.2)	0.7	269.50
10-09-2006	R. Charles Work with Mr. D. Walker on Silver Point issues	0.3	115.50
10-09-2006	T. Morgan Review purchase agreement	1.3	520.00
10-10-2006	S. Freeman Read T. Burr e-mail re Silver Point draft	0.1	51.00
10-10-2006	R. Charles Draft memo to and draft memo to Mr. T. Morgan on call on APA (.1); work with Mr. Morgan on issues after email to committees and debtors' counsel (.1); prepare for call on sale issues and participate in call (.4); read memo from Mr. D. Walker and respond on asset purchase agreement (.1); read memo from Mr. T. Burr on APA issues (.1); draft memo to Mr. T. Morgan on additional issues (.2); work with Mr. Morgan on sale issues (.1)	1.0	385.00
10-10-2006	T. Morgan	2.4	960.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 15

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	Telephone conference with Mr. Charles re APA (.2); telephone conference with working group to discuss comments to asset purchase agreement (1.0); review comments from creditor committee group (.3); review revised asset purchase agreement (.5); assemble comments to forward to Ms. Jarvis (.4)		
10-11-2006	R. Charles Analyze redraft of the asset purchase agreement from Ms. A. Jarvis (.5); prepare for and meet with Capital Crossing Bank at USA Capital offices (2.0) and before and after discuss issues with Mr. B. Fasel (re sale) and Mr. D. Walker and Mr. T. Burr (re USAIP) (.4); draft memo to Mr. T. Morgan on issues in asset purchase agreement (.3)	3.2	1,232.00
10-11-2006	T. Morgan Telephone conference with Mr. Charles re APA (.1); review additional comments (.1); draft email to forward comments to Ms. Jarvis (.1); review and respond to email from Ms. Jarvis (.3); review revisions to asset purchase agreement (.4); review and respond to additional email from Ms. Jarvis (.2)	1.2	480.00
10-12-2006	R. Charles Read term sheet on sale revision (.2); read memos on Silver Point meeting (.1) and concerns (.1); call with committees' and debtors' professionals on sale issues (.7); conference with Mr. G. Gordon on critical Silver Point issues (.2); work on meeting with Compass Partners (.1)	1.4	539.00
10-12-2006	T. Morgan Review asset purchase agreement	1.1	440.00
10-13-2006	R. Charles Work with Mr. B. Fasel on sale meeting with potential buyer (.1); negotiate with Ms. E. Karasik and Mr. M. Kvarda on break up fee and overbid allocation (.2)	0.3	115.50
10-13-2006	T. Morgan Review various e-mails and current version of asset purchase agreement	0.8	320.00
10-16-2006	R. Charles	0.4	154.00





ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 16

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	Read memo from Ms. A. Jarvis on negotiations with buyer (.1); read memo from Ms. A. Jarvis and read memo from Mr. J. Gordon on position on the bid procedures motion (.1); read memo from Mr. Jarvis with mark up of Asset Purchase Agreement; work with Mr. T. Morgan on committee meeting (.1); smith markup of the APA from Ms. Jarvis and Siver Point (.1)		
10-16-2006	T. Morgan Review revised asset purchase agreement (1.0); conference call with working group to discuss asset purchase agreement (1.3); review of additional changes to asset purchase agreement (.8); additional conference call to discuss asset purchase agreement (.5); review revised purchase agreement (.6)	4.2	1,680.00
10-17-2006	S. Freeman Review draft reply re bid procedures objections for discussion at meeting (.2); review revision re notices on bidding procedures (.1)	0.3	153.00
10-17-2006	S. Freeman Read e-mail exchange between debtors and committees professionals re support for sale	0.1	51.00
10-17-2006	R. Charles Read memo from Ms. E. Monson and Ms. C. Pajak on bid procedures and related issues (.1)	0.1	38.50
10-17-2006	T. Morgan Review various e-mails re sale issues (.2); review revised bid procedures and notice (.4); review additional e-mails related to bid procedures (.2)	0.8	320.00
10-18-2006	S. Freeman Read e-mails of committee members re sale issues	0.1	51.00
10-18-2006	R. Charles Read draft reply from debtors in support of bid procedures (.1); and draft joinder by the Committee (.1); work on asset purchase agreement with changes suggested by Debtors, address notice and cross-reference to loan service agreements (.3); call from Ms. C. Pajak and draft memo to Mr. T. Morgan on sale (.1); work with Mr. Morgan on asset purchase agreement issues (.2) and call with counsel for Debtors and FTDF (.1)	0.9	346.50



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 17

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10-18-2006	T. Morgan Review revised asset purchase agreement (.6); participate in conference call (1.0); telephone conference with Mr. Charles re APA (.2); participate in additional conference call (.8)	2.6	1,040.00
10-18-2006	M. Schoenike Review, file, docket, serve reply in support of scheduling auction sale, appointing SPCP, lead bidder and approving bid procedures	0.2	36.00
10-19-2006	R. Charles Prepare for hearing on motion to authorize sale and bid procedures by analyzing motion, declaration, bid procedures, Capital Crossing response and JV Lenders joinder, reply, Mr. T. Allison's declaration and replies by the committees, limited opposition by Binford as borrower (.5); read memo from Mr. S. Strong and read memo from Mr. T. Morgan on asset purchase agreement and exhibits (.1)	0.6	231.00
10-19-2006	T. Morgan Review final agreement (1.0); telephone conference with Mr. Charles re same (.2)	1.2	480.00
10-20-2006	R. Charles Read memo from Mr. T. Morgan with Asset Purchase Agreement and schedules (.1); work with Mr. T. Burr on the meeting with a buyer on Monday and on plan issues (.3)	0.4	154.00
10-23-2006	S. Freeman Read draft bid procedures order and e-mails re same	0.1	51.00
10-23-2006	R. Charles Work with Mr. B. Fasel on meeting with potential buyer (.1); work with Ms. S. Freeman on same (.1); work on proposed order for approval of bid procedures and setting auction and draft memo to interested counsel after reading drafts from Debtors and Silver Point (.5); work with Ms. A. Jarvis on points for a reply declaration in support of the sale motion (.2); call from the three representatives of Compass Partners, Mr. T. Burr and Mr. D. Walker on potential sale investigation (1.0); read Direct Lenders' reply in support of bid motion (.1)	1.9	731.50
10-23-2006	T. Morgan	0.6	240.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 18

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	Review exhibits to declaration; review various e-mails related to exhibits		
10-24-2006	S. Freeman Read e-mails from S. Strong, F. Merola and R. Charles re bidding procedures order changes	0.1	51.00
10-24-2006	S. Freeman Review FTDF redraft of bid procedures order	0.1	51.00
10-24-2006	R. Charles Read memo from Ms. C. Pajak on revision to sale order (.1); read memo from Mr. S. Strong on further revisions (.1) ; read statement of position by Mr. LePome in support of the proposed sale (.1); read declarations of Mr. M. Tucker and Mr. M. Kvarda in support of the proposed sale (.1)	0.3	115.50
10-25-2006	R. Charles Prepare for and attend continued hearing on sale issues and on employee retention program	6.3	2,425.50
10-25-2006	R. Charles Work on USAIP issues with Ms. A. Jarvis (.1); read memo from Mr. T. Burr on loan assets (.1); telephone call from Ms. A. Hanson for USA Real Estate on deposition (.1)	0.3	115.50
10-26-2006	R. Charles Read revisions to the asset purchase agreement and redline, briefly participate in call with Ms. C. Pajak for FTDF, Ms. A. Jarvis for Debtors, and counsel for Silver Point (.5); read memo from Ms. C. Pajak and work on the asset purchase agreement (.3); read memos from Ms. Pajak and Silver Point counsel on APA (.1)	0.9	346.50
10-26-2006	T. Morgan Review various e-mails; brief review of revised amended and restated asset purchase agreement	0.5	200.00
10-27-2006	R. Charles Read memo from Mr. S. Strong and approve revision to bid procedures (.1); read memo from Ms. A. Jarvis on APA (.1)	0.2	77.00
10-31-2006	S. Freeman Read Mr. R. Charles and Mr. D. Walker e-mails re sale amount issue	0.1	51.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 19

10-31-2006	R. Charles	0.1	38.50
	Read notice of filing the asset purchase agreement and exhibits		
	<b>TOTAL FOR TASK CODE B130</b>	<b>39.3</b>	<b>15,400.00</b>

#### B150 MEETINGS OF CREDITORS

10-01-2006	R. Charles	0.6	231.00
	Read memo from Ms. A. Jarvis and draft memo to committee on plan (.1); read memo from Mr. T. Burr and draft memo to committee on retention program (.1); draft memo to committee on USA Commercial Real Estate Group after reading memo from Ms. P. Rieger (.1); work on agenda for committee meeting as to USA Real Estate motion and the interpleader action and bid procedures etc. hearing (.2); work on minutes of committee meeting (.1)		
10-02-2006	S. Freeman	0.3	153.00
	Review agenda and draft minutes and revise draft minutes		
10-02-2006	R. Charles	1.0	385.00
	Telephone call from Ms. C. Marconi (a direct lender) on her need to file a proof of claim (.1); read memo from Ms. P. Rieger (.1); work on memo on orders by the court for the website (.1); read and respond to memo from Ms. Rieger on employee retention program (.1); read and respond to memo from Mr. F. Soro on his loans (.1); work on agenda for committee's meeting and updates on selected issues (.4); finalize and circulate committee minutes (.1)		
10-03-2006	S. Freeman	2.4	1,224.00
	Read Mr. D. Walker e-mail re meeting issues (.1); participate in Committee meeting by conference call (2.2); read creditor inquiry and request Mr. S. Brown to respond (.1)		
10-03-2006	R. Charles	2.5	962.50
	Forward inquiry from H. Alderson to Mr. S. Brown re creditor inquiry (.1); read memo from Ms. P. Rieger on collections (.1); read memo from Mr. Bob Hagmaier on meeting; read memo from Mr. Don Walker on plan issues (.1); prepare for and participate in committee's meeting, during meeting forward payoff information to committee members and recent newspaper articles (2.2)		



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 20

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10-03-2006	S. Meskell Attend Committee meeting to record minutes (no charge)	2.4	0.00
10-04-2006	R. Charles Return call to Mr. R. Bupp for a lender/unsecured creditor; telephone call from Mr. C. Hainsworth (.2); work with Ms. P. Rieger on USAIP (.1); respond to Ms. Rieger's inquiry on liens on Royal Hotel (.1); telephone call from Ms. S. Nounna; research and draft memo to Ms. Rieger on USAIP and rights of a creditor (Westlaw) (.5); telephone call from Mr. J. Bauer and forward schedule of diverted principal creditors to him (.1)	1.0	385.00
10-05-2006	R. Charles Return call to Ms. S. Nounna (.4); read memo from Mr. S. Brown and read memo from Ms. S. Freeman on website information required for the creditors (.1); work on memo to committee on the Palm Harbor, Marlton and related transactions (.2); telephone to Mr. Don Walker on plan issues	0.7	269.50
10-05-2006	S. Meskell Prepare draft minutes of 10/02/06 Committee Meeting; draft, finalize and file Notice of Entry of Modified Order Authorizing Interim Distributions and Holdbacks	2.0	290.00
10-06-2006	S. Freeman Read and revise draft update for website (.3); send and receive e-mails re Fasel contact information, and add to update (.1)	0.4	204.00
10-06-2006	R. Charles Read memo from Mr. D. Walker on Silver Point issues (.1); work on memo to committee on these issues (.6); prepare for and participate in committee meeting (1.2); read memo on next meeting; draft letter to Mr. N. Pereos on Standard Property (.1); work on agenda as to sales procedures and forbearance motion (.4)	2.4	924.00
10-06-2006	S. Meskell Attend Committee Meeting and take notes (no charge)	1.4	0.00
10-09-2006	R. Charles Telephone call from Mr. M. Hanson on proof of claim (.1); work on minutes of committee meeting (.2)	0.3	115.50
10-09-2006	S. Meskell	1.2	174.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 21

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Draft Minutes to Committee Meeting of October 6, 2006

10-10-2006	S. Freeman Telephone from committee member re call today	0.1	51.00
10-10-2006	S. Freeman Participate in committee meeting	0.9	459.00
10-10-2006	R. Charles Work with Mr. D. Walker on sale issues (.1); work on agenda for committee meeting (.2); prepare for and participate in committee meeting (.9)	1.2	462.00
10-10-2006	M. Schoenike Review Committee Meeting Agenda (.1); telephone from Ms. S. Meskell re Committee Meeting (.1)	0.2	36.00
10-10-2006	S. Meskell Receipt and review of meeting agenda, attend creditor's meeting to take minutes (.9 NO CHARGE); follow-up email re next meeting and topics	0.5	72.50
10-11-2006	R. Charles Work on memo from a creditor on diverted principal and proposed response (.2); return call to Ms. S. Nounna (.1); read and respond to memo from Ms. P. Rieger (.2)	0.5	192.50
10-11-2006	S. Meskell Begin drafting Committee Meeting minutes	0.2	29.00
10-12-2006	R. Charles Read memo from Mr. D. Walker on Milanowski and related issues (.1); read memo from Ms. P. Rieger (.1); return call to Mr. R. Russell on USAIP issues (.1)	0.3	115.50
10-12-2006	S. Meskell Complete draft of Committee Meeting minutes	0.6	87.00
10-13-2006	R. Charles Return call to Mr. R. Russell re committee issue (.2); read memo from Ms. P. Rieger re inquiry (.1); return call to Mr. J. Bauer re committee concern (.1); work with Mr. D. Walker on inquiry from Ms. Rieger (.1)	0.5	192.50



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 22

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10-13-2006	M. Schoenike Telephone from Ms. M. Phillips re bankruptcy notices, procedures for filing a proof of claim	0.4	72.00
10-15-2006	R. Charles Read and respond to inquiry from Dennis and Michele Raggi (.2); read and respond to memo from Ms. P. Rieger on USAIP (.2)	0.3	115.50
10-16-2006	R. Charles Work on memo to committee re issues (.7), incorporate liquidation analysis from Mr. T. Burr (.2) and input from Mr. D. Walker (.1); participate in committee's meeting (3.0), and during the meeting, work on asset sale, meeting with Debtors and Committees, and related issues; conference with Ms. A. Nounna and Ms. S. Nounna (.1) and locate and forward to committee Schedule F as amended and information concerning need to file a proof of claim (.1); read and respond to memo from Mr. M. Yoder on need to file claim (.1); read memo from Mr. D. Walker on plan conversations (.1); read memo from Ms. P. Rieger on unsecured claim and treatment (.1); read and respond to memo from Mr. G. Yonai on proof of claim (.1)	4.6	1,771.00
10-16-2006	M. Schoenike Listen to Meeting of creditors for preparation of minutes (no charge)	3.0	0.00
10-17-2006	R. Charles Telephone call from Mr. M. Yoder on information technology and file management issues (.1); work on memo to the committee on plan alternatives (.3); work with Mr. D. Walker on USAIP issues (.1); read memo from Mr. M. Yoder on negotiations (.1); telephone call from Mr. C. Hainsworth on plan negotiations (.1); read and respond to inquiry from Mr. Paolo Arroyo on proof of claim (.1); work on minutes of October 16 committee meeting (.3) ; work with Mr. Walker on plan and sale issues (.1)	1.0	385.00
10-17-2006	M. Schoenike Work on Committee meeting minutes, e-mail to Mr. Rob Charles for review	3.0	540.00
10-18-2006	R. Charles	1.0	385.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 23

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	Read memo from Mr. J. Bonfiglio, Mr. C. Hainsworth on straw poll on plan (.1); prepare summary of voting (.1); call to Mr. R. Russell on the plan and USAIP (.1); telephone to Mr. R. Hagmaier on plan (.1) return call to Mr. K. Ness (lender) on proof of claim (.2); read memo from Mr. D. Walker on USAIP (.1) ; return call to Ms. A. Nounna on claims (.2) ; read memo from Mr. R. Hagmaier re committee decision (.1)		
10-18-2006	M. Schoenike Review Mr. Rob Charles response to creditor	0.1	18.00
10-19-2006	R. Charles Work with Mr. D. Walker on hearing, USAIP, sale hearing, plan negotiations and related issues (1.0); draft memo to file on the morning's hearings (.3); return call to Mr. R. Debocik on proof of claim inquiries (.1)	1.4	539.00
10-20-2006	R. Charles Read memo from and return call to Ms. A. Nounna on proofs of claim and discuss with Ms. S. Nounna (.5); work on memo of October 19 hearings (.2); work with Mr. D. Walker on hearing and Judge Riegle's determinations (.1); work with Ms. P. Rieger on motion filed under seal (.1) ; finalize memo to the Committee on hearings (.2)	1.1	423.50
10-22-2006	R. Charles Telephone to Mr. D. Walker on meeting with potential buyer	0.1	38.50
10-23-2006	R. Charles Draft memo to Committee on Palm Harbor and forbearance; resend to Mr. J. Bonfiglio (.2); work on memo to unsecured creditors for website (.2); telephone call from Mr. Bonfiglio (.3); telephone call from Mr. J. Bauer (.1)	0.8	308.00
10-24-2006	R. Charles Work with Mr. D. Walker on USAIP, negotiations with Diversified, and proposed joint plan term sheet (.7) ; work on minutes and draft memo to committee on minutes, developments and to arrange a meeting (.2) ; work on agenda for October 31 including discussion of Stone Gateway (.1)	1.0	385.00
10-25-2006	R. Charles Meet with Mr. D. Walker before, in break and after hearing on sale and retention motion (.5); draft memo to committee on developments at hearing (.3)	0.8	308.00





ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 24

10-26-2006	R. Charles Telephone call from Mr. M. Adams on proof of claim issues (.2); telephone call from Mr. J. Bauer on the conversion motion (.1); telephone call from Mr. Russell on his declaration (.1)	0.4	154.00
10-27-2006	R. Charles Read and respond to memo from Mr. M. Peterson on convertible debentures (.1); call from a direct lender on proofs of claim (.2); draft memo to Mr. D. Walker on Diversified issues and documents (.1); return call to Mr. C. Hainsworth (.3); read and respond to memo from Ms. P. Rieger (.2)	0.9	346.50
10-27-2006	M. Schoenike Review inquiries posted on USACMC website, forward to Mr. Rob Charles for response	0.2	36.00
10-29-2006	R. Charles Draft memo to Committee on Oct. 30 agenda (.1); read memo from Mr. J. Bauer; read and respond to memo from Mr. D. Walker on USAIP note (.3); read accumulated communications from committee members (.2); read memo from Mr. Walker on plan issues; work on agenda for October 31 meeting and forward to Committee members (.4); draft memo to Mr. Walker on October 30 hearings (.1)	1.1	423.50
10-30-2006	S. Freeman Read agenda and plan summary for tomorrow's Committee meeting	0.1	51.00
10-30-2006	S. Meskill Review Agenda and Term Sheet in advance of Committee Meeting	0.3	43.50
10-31-2006	R. Charles Read memo from Mr. J. Bonfiglio (.1); telephone call from Mr. J. Bauer (.1); prepare for and participate in committee meeting (2.7); call to Mr. R. Hagmaier (.1); work with Mr. D. Walker on claims (.1); work on minutes of committee meeting (.1)	3.0	1,155.00
10-31-2006	S. Meskill Attend Committee Meeting to take notes for Minutes (no charge)	1.5	0.00
<b>TOTAL FOR TASK CODE B150</b>		<b>49.7</b>	<b>14,512.50</b>



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 25

### B160 FEE/EMPLOYMENT APPLICATIONS

10-03-2006	R. Charles Read memo from Mr. A. Parlen on Stutman fee application and proposed order; read memo from Mr. Parlen on Alvarez fees	0.1	38.50
10-04-2006	R. Charles Telephone to Mr. A. Landis on order concerning Lewis and Roca interim application; read memo from Mr. Landis	0.1	38.50
10-04-2006	M. Schoenike Review, upload Order Awarding Compensation to Lewis and Roca	0.2	36.00
10-05-2006	R. Charles Telephone call from Ms. A. Santos of US Trustee on Sierra fee application (.1); read memo from Ms. Santos and call to Mr. T. Burr on same (.1); read memo from Mr. Burr on information requested (.1)	0.3	115.50
10-08-2006	S. Freeman Review monthly fee statement and adjust categories, complete descriptions	0.9	459.00
10-09-2006	R. Charles Note entry of order approving interim fee application and advise on write off (NO CHARGE)	0.1	0.00
10-13-2006	M. Schoenike Obtain Order Approving Lewis and Roca First application, draft Notice of Entry of Order (.3); e-mail to Mr. R. Charles re service of notice (.1)	0.4	72.00
10-15-2006	R. Charles Work on memo concerning reimbursement of committee expenses; note application by Direct Lenders Committee on same	0.1	38.50
10-16-2006	M. Schoenike Review Notice of Entry of Order, e-mail to Mr. Rob Charles for approval to file	0.1	18.00
10-18-2006	M. Schoenike	0.9	162.00



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 26

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	Review U.S. Trustee's Objection to Lewis and Roca August statement (.2); telephone from Ms. B. Piscitell re documentation (.1); review Ms. S. Freeman response re travel time (.1); review Mr. R. McKirgan explanation of travel time (.1); work on documentation for photocopies, postage, (.3); e-mail to Ms. Piscitell (.1)		
10-19-2006	M. Schoenike Review, edit September statement (.4); e-mail to Ms. S. Freeman and Mr. R. Charles re edit to statements (.1); e-mail to accounting re breakdown on "Other Disbursement" category (.1); e-mail to Mr. T. Burr re monthly statement (.1)	0.7	126.00
10-20-2006	M. Schoenike Review Mr. Rob Charles response re Sierra statement (.1); respond to Mr. Rob Charles re revisions to monthly invoice, respond to accounting re same (.1); work on edits to Lewis and Roca September Statement (.6); draft statement of filing of Lewis and Roca September Statement (.2); draft Statement of Filing of Sierra Statement (.2);	1.2	216.00
10-20-2006	M. Schoenike Work on response to U.S. Trustee's Objection to August Statement	0.3	54.00
10-23-2006	S. Freeman Review and note edits to monthly fee statement	0.3	153.00
10-25-2006	S. Freeman Read and revise draft letter to A. Landis re interim fees, and e-mail to R. Charles re same	0.2	102.00
10-25-2006	M. Schoenike Telephone call to Ms. S. Freeman and Mr. R. Charles re review of monthly fee statements (.1); file, docket, serve Monthly Statements of Sierra and Lewis and Roca (.3);	0.4	72.00
10-26-2006	M. Schoenike Work with Ms. B. Piscitell re response to U.S. Trustee's objection to August monthly statement (.3); review Ms. Piscitell e-mail and respond to Ms. A. Manzionna re statement edits (.2)	0.5	90.00
10-28-2006	R. Charles	0.1	38.50



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 27

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	Work with Ms. M. Schoenike on information requested by the U.S. Trustee on the monthly fee statement		
10-30-2006	M. Schoenike Review Mr. Rob Charles letter re response to objections to L&R invoice to U.S. Trustee	0.2	36.00
10-31-2006	R. Charles Read order continuing employment of Debtors' professionals to December 15 (.1)	0.1	38.50
	<b>TOTAL FOR TASK CODE B160</b>	<b>7.2</b>	<b>1,904.00</b>

#### **B170 FEE/EMPLOYMENT OBJECTIONS**

10-02-2006	S. Freeman Review Ms. M. Schoenike/Mr. R. Charles e-mails re form of fee approval order and respond re courtroom waiver	0.1	51.00
10-02-2006	R. Charles Work with Ms. M. Schoenike on order for fee applications and read memo from Mr. A. Landis on orders on other applications (.1); work on order and forward to Mr. Landis (.1); read Mesirow supplemental declaration and Ray Quinney supplemental declaration and draft memo to Ms. A. Jarvis on error in Mesirow filing (.1)	0.3	115.50
10-02-2006	R. Charles Read Direct Lenders' committee's application on committee expenses	0.1	38.50
10-02-2006	S. Brown Continue work on fee objection issues	0.1	32.00
10-05-2006	S. Freeman E-mails to T. Burr and R. Charles re fee analysis	0.1	51.00
10-05-2006	R. Charles Read memo from Ms. A. Jarvis on Mesirow fee application order and draft memo to Ms. S. Freeman on allocation issues; read memo from Ms. S. Freeman to Mr. T. Burr on allocation investigation	0.1	38.50
10-06-2006	S. Freeman	0.5	255.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 28

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	Read E. Karasik and N. Peterman e-mails re allocation of debtor fees, and respond re my understanding (.2); read additional e-mails from E. Karasik, J. Merola and C. Carlyon and respond re fee allocation (.2); read further e-mails from N. Peterman and E. Karasik re same and revising order (.1)		
10-06-2006	S. Freeman Read T. Burr e-mail response re analysis of Mesirow fees (.1); read T. Burr e-mail response re R&N fee computation (.1)	0.2	102.00
10-06-2006	R. Charles Read negotiations on allocation of Debtors' professionals' fees and expenses (NO CHARGE)	0.1	0.00
10-09-2006	S. Freeman Read and respond to A. Jarvis e-mail re fee order call (.1); read e-mails from others re timing (.1)	0.2	102.00
10-09-2006	S. Freeman Work on drafting changes to RQN fee order and send with redline to counsel for debtors and other committees as proposal	0.8	408.00
10-09-2006	S. Freeman Analyze alternative Mesirow fee allocations for settlement and e-mail to T. Burr re computations (.3); review T. Burr spreadsheet and respond with further questions (.2); read T. Burr reply and R. Charles reply to D. Walker query (.1)	0.6	306.00
10-09-2006	S. Freeman Call with debtors and committees re form of order (.6); review fee order and e-mail to all with cover note (.4); read e-mail from G. Gordon re concerns with fee order language (.1); revise fee order and send back with redline and comment (.3)	1.4	714.00
10-12-2006	S. Freeman Review and sign ordinary course professionals order	0.1	51.00
10-16-2006	R. Charles Read U.S. Trustee's objection to interim applications (August) (.1); direct work on U.S. Trustee's inquiries and objections (.1); begin letter to Mr. A. Landis (.1)	0.3	115.50
10-17-2006	S. Freeman Review and e-mail to L. Dorsey approval of order allowing Mesirow compensation	0.1	51.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 29

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10-19-2006	M. Schoenike Work on breakdown on disbursements	0.2	36.00
10-23-2006	S. Freeman Read revised order re Mesirow fees, and e-mail question re same (.1); read e-mail response and authorize signature on order (.1)	0.2	102.00
10-23-2006	R. Charles Work on letter to Mr. A. Landis with information requested by the UST on the L and R interim fee request (.3); read memo from Ms. S. Smith on information requested for payment of interim fee request (.1); read memo from Mr. L. Schwartzer and read memo from Ms. C. Carlyon on order concerning the Schwartzer interim fee application and draft memo to Ms. S. Freeman on same (.1)	0.5	192.50
10-23-2006	R. Charles Read communications with Mr. L. Schwartzer and Ms. C. Carlyon on interim fee order (.1); read memo from Mr. S. Strong on RQN August fee statement and draft memo to Mr. D. Walker (.1)	0.2	77.00
10-24-2006	S. Freeman Read L. Schwartzer, C. Carlyon, E. Karasik e-mail re S&M fee order, and review fee objections, and send responsive e-mail for UCC	0.3	153.00
10-29-2006	R. Charles Work on monthly fee statements and direct summary project (.3); draft memo to Ms. S. Freeman and Mr. T. Burr on allocation issue (.1); draft memo to Mr. G. Garman re same (.1)	0.5	192.50
10-30-2006	S. Freeman Read Mr. R. Charles e-mail to committee re fee statements with attachments	0.1	51.00
10-30-2006	S. Freeman Read T. Burr analysis of fee statement allocation	0.1	51.00
10-31-2006	R. Charles	0.3	115.50



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 30

Work with Mr. C. Jordan on summaries of fee applications and interim (monthly) fee requests (.1); work on issue of Mesirow August statement (.1); work on order concerning Debtors' professionals' employment (.1)

<b>TOTAL FOR TASK CODE B170</b>	<b>7.5</b>	<b>3,401.50</b>
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#### **B185 ASSUMPTION/REJECTION LEASES/CONTRACTS**

10-03-2006	S. Freeman Read proposed lease rejection order and e-mail my requested changes	0.2	102.00
10-17-2006	S. Freeman Read revised order on motion to reject leases and send e-mail re approval	0.1	51.00
<b>TOTAL FOR TASK CODE B185</b>		<b>0.3</b>	<b>153.00</b>

#### **B190 OTHER CONTESTED MATTERS**

10-01-2006	R. Charles Work on Rule 2004 motion re USA Commercial Real Estate Group	0.1	38.50
10-05-2006	S. Freeman Read e-mails from committee member, T. Burr and R. Charles re interim distribution issue	0.1	51.00
10-05-2006	R. Charles Read memo from Ms. D. Sharpe on order on 2004 (.1), call Ms. Sharpe, revise and resubmit order as to discovery from USA CRE (.2); read Debtors' motion as to the Palm Harbor, Marlton Square and short term forbearance issues and note hearing and objection deadline (.2); read Debtors' motion to expedite on the employee retention motion and note hearing and deadlines (.1)	0.6	231.00
10-06-2006	R. Charles Per the court's clerk, revise and resubmit Rule 2004 order (.1) (no charge); draft brief response on motion concerning inter-company claims (.1)	0.1	38.50
10-09-2006	R. Charles	0.1	38.50



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 31

---

	Work on response on inter-company claims (.1)		
10-10-2006	R. Charles Telephone to Mr. A. Landis on motion concerning inter-company claims after discussion with committee counsel (.2); read memo from Ms. C. Pajak on stipulation concerning briefing on cash budget (.1); work on stipulation concerning briefing and draft letter to counsel on same (.2); draft memo to Mr. A. Landis on inter-company claims proposal (.1); draft memo to Ms. J. McPherson on Ex Parte Motion to Seal To File Motion Under Seal (.1)	0.7	269.50
10-16-2006	R. Charles Review and approve order on rejection of personal property leases (.1); read Debtors' notice of hearing on employee retention plan (.1); read JV Direct Lenders' joinder in UST Opposition on employee retention plan (1); read Debtors' redacted motion to file under seal (.1)	0.4	154.00
10-17-2006	R. Charles Revise joint committee objection on the inter-company claims issue and check citations (.3); work on Rule 2004 discovery on USA Real Estate Group (.1); telephone call from Ms. A. Hansen for USA Real Estate Group (.1)	0.5	192.50
10-18-2006	R. Charles Identify motion issues for the Thursday hearing (.1); read memo from Mr. A. Landis on the intercompany claims motion and a proposed resolution (.1)	0.2	77.00
10-19-2006	R. Charles Prepare for hearing on Debtors' motion concerning retention plan by rereading motion and declaration, Mr. T. Allison's declaration, FTDF response, UST opposition and JV Lenders' joinder, and debtors' reply (.4); work on subpoena to USA Realty Group (.1); read memo from Ms. E. Karasik on changes to the joint response on intercompany claims, revise draft and circulate to interested counsel (.2); draft reply memo in support of employee retention program (.2); draft declaration of Mr. Burr in support of reply memorandum (.2); work with Ms. Karasik on inter-company motion (.2); read memo from Mr. A. Parlen and read memo from Mr. G. Garman on same (.2)	1.5	577.50
10-20-2006	R. Charles	0.4	154.00





ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 32

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	Work on reply in support of the employee retention motion and on Mr. T. Burr's declaration (.2); work with Mr. A. Parlen et al on status of the stipulated order on briefing the budget issues (.1); read memo from Ms. A. Loraditch and read memo from Mr. J. Hermann and direct filing of joint response on inter-company claims (.1)		
10-23-2006	R. Charles Read memo from Mr. T. Burr, finalize and direct filing of reply memo on employee retention program (.1); read Debtors' response to USA Real Estate motion for distribution and draft joinder (.1); read FTDF limited objection to motion concerning interim forbearance requests (.1); read memo from Mr. T. Burr and draft memo to Mr. Burr on Marlton payoff issue (.2)	0.5	192.50
10-24-2006	S. Freeman Read draft objection to Marlton forbearance and give comment to Mr. R. Charles	0.1	51.00
10-24-2006	R. Charles Work on response to Marlton Square forbearance, addressing the default interest issue (.2) Read opposition of Direct Lenders Committee (.1) and joinder by Canepa in objection to Marlton forbearance motion (.1) ; read Hartman limited joinder and objection on Marlton loan forbearance and payoff (.1); read FTDF response to Debtors' motion on the fourth cash budget (.1) ; read adversary complaint on Stone Gateway (.1)	0.7	269.50
10-26-2006	S. Freeman Read motion to convert (.1); prepare draft joinder in debtors' response (.8)	0.9	459.00
10-26-2006	S. Freeman Telephone from Mr. R. Charles re opposition to conversion	0.1	51.00
10-26-2006	R. Charles	1.3	500.50



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 33

Return call to Mr. R. LePome on conversion motion (.1); telephone call from Mr. R. Russell on the conversion motion and its potential impact (.2); read memo from Mr. R. Russell on motion (.1); read memo from Mr. T. Burr on motion (.1); work on response to motion to convert (.3); work with Mr. Russell on and finalize his declaration (.1); note withdrawal of stay relief motion by Highland Fund (.1); read McKnight joinder in motion to convert and call to Mr. R. McKnight to advise him about the hearing and to briefly discuss the motion (.3)

10-27-2006	S. Freeman Read and respond to e-mails from and to committee member and Mr. R. Charles re conversion motion	0.2	102.00
10-27-2006	R. Charles Skim debtors' draft response to conversion motion (.1); skim FTDF draft response (.1); read memo from Ms. S. Freeman, finalize and direct filing of committee response to conversion motion (.2)	0.4	154.00
10-29-2006	R. Charles Work with Ms. A. Hansen on deposition of USA Real Estate Group representative (.1); begin to prepare for the October 30 hearings (.2)	0.3	115.50
<b>TOTAL FOR TASK CODE B190</b>		<b>9.2</b>	<b>3,717.00</b>

#### **B195 NON-WORKING TRAVEL**

10-11-2006	R. Charles Travel to LV for meeting with potential buyer; return from LV from meeting with potential buyer (Billed at 50% of standard rate)	2.0	770.00
10-12-2006	R. Charles Travel to LA to meet on plan at Stutman (Billed at 50% of standard rate)	1.2	462.00
10-13-2006	R. Charles Return from LAX (Billed at 50% of standard rate)	1.8	693.00
10-19-2006	R. Charles	1.5	577.50



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 34

---

	Travel to LV for hearings (.7) ; return from LV from hearings (2.4) (Billed at 50% of standard rate)		
10-25-2006	R. Charles	2.4	924.00
	Travel to LV for continued hearing (1.5); return to Tucson (3.2) (Billed at 50% of standard rate)		
10-30-2006	R. Charles	2.0	770.00
	Travel to Las Vegas for Oct. 30 hearings (2.0); return to Tucson (2.0) (Billed at 50% of standard rate)		
	<b>TOTAL FOR TASK CODE B195</b>	<b>10.9</b>	<b>4,196.50</b>

**B220 EMPLOYEE BENEFITS/PENSIONS**

10-03-2006	S. Freeman	0.2	102.00
	Review analysis of proposed employee retention plan and committee e-mails re same, and note concerns		
10-20-2006	S. Freeman	0.2	102.00
	Read draft reply memo on retention of employees motion and e-mail my comments to Mr. R. Charles		
	<b>TOTAL FOR TASK CODE B220</b>	<b>0.4</b>	<b>204.00</b>

**B230 FINANCING**

10-20-2006	M. Schoenike	0.2	36.00
	Review stipulated order re continued use of cash (.1); e-mail to Mr. Rob Charles re counsel approval, upload order (.1)		
10-24-2006	M. Schoenike	0.1	18.00
	Review Debtor's Fourth Revised Budget		
	<b>TOTAL FOR TASK CODE B230</b>	<b>0.3</b>	<b>54.00</b>

**B310 CLAIMS ADMIN/OBJECTIONS**

10-02-2006	S. Brown	0.1	32.00
	Review various correspondence re claims inquiries		
10-03-2006	S. Brown	0.3	96.00



ACCOUNT NO. 46533-00001  
 Invoice No. 785891  
 November 22, 2006 Page 35

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	Address committee inquiry issues (.1); continue analysis of proof of claim process (.2)		
10-05-2006	R. Charles Read letter from Mr. N. Pereos on the Standard Property Development stay relief motion and litigation (.1); draft letter to Ms. A. Jarvis on his assertions as to direct lender claims arising out of the litigation (.1); read Highland Funds response on claims objections, skim exhibits re potential claims against USACM (.2)	0.4	154.00
10-06-2006	S. Brown Review and respond to investor inquiries about status of claims and distributions	0.1	32.00
10-09-2006	S. Freeman Read and respond to E. Karasik and M. Levinson e-mails re inter-company claim	0.1	51.00
10-09-2006	S. Brown Review and respond to creditor inquiries	1.2	384.00
10-10-2006	S. Freeman Telephone from H. Allison, unsecured creditor re proof of claim question	0.2	102.00
10-10-2006	S. Freeman Call with M. Levinson and E. Karasik re inter-company claims	0.4	204.00
10-10-2006	S. Freeman Review and revise draft response to inter-company claims motion, and e-mail to Mr. R. Charles re same	0.3	153.00
10-13-2006	R. Charles Work with Ms. M. Schoenike on claims analysis	0.1	38.50
10-16-2006	R. Charles Work with Mr. T. Burr on analysis of Diversified claim to IP note, collateral and related negotiation issues (.3)	0.3	115.50
10-16-2006	M. Schoenike Proof analysis (.4); memorandum to Mr. C. Jordan re preparation of analysis of schedules to claims (.7); respond re task code (.1)	1.2	216.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 36

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10-17-2006	S. Freeman Read e-mail exchange between Mr. R. Charles and committee and follow-up with member re unsecured claims and check chart	0.2	102.00
10-17-2006	R. Charles Work with Mr. D. Walker and read memo from Ms. M. Schoenike on claims analysis (.2); telephone call from Mr. B. Olson on objection to Highland Capital claims (.2)	0.4	154.00
10-17-2006	C. Jordan Review debtor filings to prepare analysis of claims for attorney R. Charles	1.5	82.50
10-18-2006	C. Jordan Review proof of claims and work with M. Schoenike regarding claims analysis for attorney R. Charles	2.7	148.50
10-18-2006	M. Schoenike Obtain claims register, e-mail to Mr. D. Walker	0.2	36.00
10-19-2006	R. Charles Prepare for hearing on Diversified Fund's objection to Prospect High Income Fund claim by rereading motion, declaration, Highland response, Diversified Fund's reply and Debtors' joinder and analyze similar objection by USACM estate (.4)	0.4	154.00
10-19-2006	C. Jordan Review proof of claims and work with M. Schoenike regarding claims analysis for attorney R. Charles	4.6	253.00
10-19-2006	M. Schoenike Review response re BMC claim register, forward to Mr. C. Jordan and work with Mr. Jordan on analysis (.7); work with BMC re claims search (.3); continue working with Mr. Jordan re schedule/claims spreadsheet (1.0);	2.0	360.00
10-20-2006	R. Charles Work on inquiry from Ms. P. Rieger on the Amesbury loan and potential lender claims (.2)	0.2	77.00
10-20-2006	C. Jordan Review proof of claims and work with M. Schoenike regarding claims analysis for attorney R. Charles	4.0	220.00



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 37

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10-22-2006	R. Charles Draft letter to Ms. C. Cunningham requesting withdrawal of Highland Capital proof of claim	0.1	38.50
10-23-2006	R. Charles Work on claims filed against USACM, and on the letter to Prospect High Income Fund counsel requesting release of \$20 million claim (.2); work with Mr. C. Jordan on questions about filed proofs of claim (.1)	0.3	115.50
10-23-2006	C. Jordan Review proof of claims and work with M. Schoenike regarding claims analysis for attorney R. Charles	5.6	308.00
10-23-2006	M. Schoenike Work with Mr. C. Jordan re claims analysis (numerous telephone calls)	0.9	162.00
10-24-2006	R. Charles Read letter from Ms. C. Cunningham on disallowance of Highland Capital claim (.1); work with Mr. J. Hinderaker on Diversified claims (.1)	0.2	77.00
10-24-2006	M. Schoenike Work with Mr. C. Jordan re claims analysis	0.7	126.00
10-25-2006	M. Linarez Work with C. Jordan printing proof of claims for claims analysis for attorney R. Charles	2.5	137.50
10-25-2006	C. Jordan Review proof of claims and work with M. Schoenike regarding claims analysis for attorney R. Charles	5.0	275.00
10-25-2006	M. Schoenike Telephone from Mr. C. Jordan re input of schedule F	0.3	54.00
10-26-2006	M. Linarez Work with C. Jordan on proof of claims for claims analysis for attorney R. Charles	2.5	137.50
10-26-2006	C. Jordan	5.5	302.50



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 38

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	Review proof of claims and work with M. Schoenike regarding claims analysis for attorney R. Charles		
10-27-2006	C. Jordan Review proof of claims and work with M. Schoenike regarding claims analysis for attorney R. Charles	5.5	302.50
10-30-2006	C. Jordan Review proof of claims and work with M. Schoenike regarding claims analysis for attorney R. Charles	3.5	192.50
10-31-2006	R. Charles Read draft order and correspondence on extending bar date for claims; draft memo to Ms. B. Higgins approving same (.2); read notice by USA Commercial Real Estate Group, draft letter to counsel on same (.2) and draft letter to counsel for witness on issues omitted (.2)	0.6	231.00
10-31-2006	C. Jordan Review proof of claims and work with M. Schoenike regarding claims analysis for attorney R. Charles	3.5	192.50
	<b>TOTAL FOR TASK CODE B310</b>	<b>57.6</b>	<b>5,817.00</b>

#### **B320 PLAN/DISCLOSURE STATEMENT**

10-02-2006	S. Freeman Study mark-up of plan term sheet for discussion at meeting	0.2	102.00
10-02-2006	R. Charles Work on plan term sheet with FTDF issues (.2); work on plan term sheet with Diversified Fund issues (.3) and clean up for committee review (.3); work on USAIP and plan issues with Mr. J. Hermann (.2); work on analysis of impacts of concessions requested by Diversified (.2)	1.2	462.00
10-02-2006	S. Brown Continue review of plan provisions re classification and distribution (.5); work on monthly update for website (.6)	1.1	352.00
10-02-2006	M. Schoenike Review e-mail re plan, redlined and clean draft of plan	0.3	54.00
10-03-2006	S. Freeman	0.2	102.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 39

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	Review Mr. R. Charles analysis of alternative plan provisions and e-mail response inquiry re chart		
10-03-2006	R. Charles Read memo from Ms. E. Karasik on FTDF prepaid interest (.1); work on issues and language for joint plan term sheet as it relates to Diversified and FTDF issues (.5)	0.6	231.00
10-03-2006	S. Brown Work on analysis re plan provisions re sale of assets	0.6	192.00
10-04-2006	S. Freeman Read E. Karasik analysis of FTDF fees to USACM	0.1	51.00
10-04-2006	R. Charles Work on plan term sheet (.2); negotiate with Ms. E. Karasik for FTDF on plan issues (.5); research issue of whether lender may offset unpaid principal against prepaid interest as demanded by Diversified in plan negotiations (Westlaw) (.2); continue to research and draft memo to Mr. M. Levinson et al on prepaid interest recovery not offset against unremitted principal (.5)	1.4	539.00
10-04-2006	S. Brown Continue analysis of plan issues, including advisory committees, estate administrators, reporting and claims	1.0	320.00
10-05-2006	S. Freeman Read revised draft of plan term sheet and mark my comments and suggestions and e-mail back to Mr. R. Charles	0.3	153.00
10-05-2006	R. Charles Read memo from Ms. E. Karasik on fees charged to FTDF for loan servicing and management (.1); read memo from Ms. Karasik and draft memo to Mr. D. Walker on settlement (.1); work on letter on unpaid principal not offset against prepaid interest (.1); work on plan term sheet and outline for Mr. Walker (.5); work with Ms. S. Freeman on revisions to plan term sheet and particularly on prepaid interest and allocation issues (.3); work on term sheet for plan and settlement (.6); work with Mr. T. Burr on term sheet for plan and settlement alternatives (.3); read memo from Ms. A. Jarvis and incorporate on allocation provision of the joint term sheet (.1)	2.1	808.50
10-06-2006	S. Freeman	0.2	102.00





ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 40

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	Read revised draft term sheet for plan (.1); read e-mail exchange between Mr. R. Charles and E. Karasik re plan term sheet issues (.1)		
10-06-2006	S. Freeman Read e-mails among D. Walker, T. Burr and R. Chares re servicing fee/plan issue	0.1	51.00
10-06-2006	R. Charles Work through joint term sheet with Mr. D. Walker (.6); redline and revise draft for circulation to the committees with an explanatory memo (.5); read and respond to memo from Ms. E. Karasik on term sheet (.1); negotiate with Ms. Karasik (.3); work on term sheet (.1)	1.6	616.00
10-09-2006	S. Freeman Read T. Burr analysis of FTDF plan settlement proposal and chart (.1); respond to T. Burr, R. Charles and D. Walker re my proposal and questions (.1); read R. Charles and T. Burr responses (.1); reply re proposal and reasoning (.1); read T. Burr reply and R. Charles proposed draft to FTDF (.1); revise draft and send to R. Charles, T. Burr and D. Walker (.1); read R. Charles plan settlement proposal to FTDF (.1)	0.7	357.00
10-09-2006	R. Charles Work on settlement proposal to FTDF with input from Mr. T. Burr and Ms. S. Freeman (.4); draft memo to Ms. E. Karasik on same (.2); read memo from Mr. D. Walker on same; read memo from Ms. Karasik on the use of servicing fee to pay administrative claim allocation (.1)	0.7	269.50
10-10-2006	S. Freeman Respond to Mr. R. Charles, T. Burr, D. Walker e-mail re meeting with committees on plan	0.1	51.00
10-10-2006	R. Charles Work with Mr. D. Walker and Mr. T. Burr on plan conference in LA (.1); work on term sheet (.2); draft memo to Ms. Karasik on plan meeting (.1); work with Mr. D. Walker on plan meeting and related issues (.3); work on term sheet (.2)	0.9	346.50
10-11-2006	R. Charles Read letter from SEC on the disclosure statement	0.1	38.50
10-12-2006	S. Freeman	0.1	51.00



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 41

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	Read e-mails from S. Strong re disclosure statement objection deadline		
10-12-2006	R. Charles Work on debtors' plan (.6); draft memo to Mr. H. Taylor on need for liquidation trust agreement (.1); settlement negotiations with counsel for Diversified, First Trust and Direct Lenders' committees (3.5); conference with Mr. M. Levinson (.1), and financial advisors on settlement discussions (.1)	4.4	1,694.00
10-13-2006	R. Charles Work with Mr. M. Levinson on plan negotiations	6.0	2,310.00
10-14-2006	R. Charles Work on memo outlining alternatives and plan term sheet (1.9); meet with Mr. D. Walker and Mr. T. Burr on settlement alternatives and plan issues (1.0)	2.9	1,116.50
10-15-2006	R. Charles Work on memo on plan alternatives (.3)	0.3	115.50
10-16-2006	S. Freeman Review Mr. R. Charles notes re plan meetings with committees, and e-mails re same	0.2	102.00
10-16-2006	R. Charles Note stipulation on deadline to object to disclosure statement (.1)	0.1	38.50
10-16-2006	M. Schoenike Review correspondence from SEC re concerns on disclosure statement and plan	0.2	36.00
10-17-2006	S. Freeman Read T. Burr liquidation analysis	0.1	51.00
10-17-2006	S. Freeman Analyze plan alternatives with R. Charles	0.4	204.00
10-17-2006	R. Charles Work with Ms. S. Freeman on negotiations over the plan in Los Angeles, committee discussions on Monday and following, and alternative strategies (.4); work with Mr. T. Burr on plan issues and developments (.3)	0.7	269.50



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 42

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10-18-2006	S. Freeman Read Mr. R. Charles-D. Walker e-mails re plan issue (.1); read Mr. R. Charles e-mail and memo on plan negotiations (.1)	0.2	102.00
10-18-2006	S. Freeman Read T. Burr analysis of plan term sheet and issues re same	0.1	51.00
10-18-2006	R. Charles Analyze term sheet from Ms. E. Karasik on joint plan (.4); draft memo to Mr. M. Levinson on plan (.1) ; return call to and negotiate with Mr. M. Levinson re plan (.3)	0.8	308.00
10-19-2006	R. Charles Prepare for hearing on Debtors' motion to extend 180-day period for exclusivity to solicit acceptances or rejections of plan and prior UST objection and FTDF response (.2); read memo from Ms. E. Karasik re same (.1); negotiate with Ms. Karasik for FTDF (.2); work with a liquidating trustee on issues for the liquidation trust agreement and on oversight (.2)	0.7	269.50
10-20-2006	S. Freeman Read E. Karasik and R. Charles e-mails re plan proposal and respond	0.1	51.00
10-20-2006	S. Freeman Read T. Burr analysis of DTDF claim	0.1	51.00
10-20-2006	R. Charles Read memo from Ms. E. Karasik on plan; read memo from Mr. M. Levinson on plan (.1); read memo from Mr. T. Burr on negotiation issues on plan term sheet (.1); read memo from Ms. Karasik on plan (.1)	0.3	115.50
10-21-2006	R. Charles Work on joint plan term sheet	1.3	500.50
10-22-2006	R. Charles Work on joint plan term sheet	0.4	154.00
10-23-2006	S. Freeman Study revised plan term sheet (.2); discuss plan term sheet issues with Mr. R. Charles, and call to Mr. M. Levinson re time to discuss (.3)	0.5	255.00



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 43

10-23-2006	R. Charles Work with Mr. H. Taylor on liquidating trust agreement (.2); read memo from Mr. T. Burr on negotiations with DTDF (.1); read memo from Mr. T. Burr and read memo from Mr. T. Allison on Diversified (.1); work with Ms. S. Freeman on negotiations with Diversified Equity Committee (.3); draft memo to Diversified Equity Committee counsel on meeting (.1); work on joint plan term sheet and circulate to counsel (.2); read memo from Mr. Burr on meeting with Diversified committee (.1)	1.1	423.50
10-24-2006	S. Freeman Read draft distribution analysis and e-mail my comments to Mr. R. Charles (.1); review revised draft of same, and discuss changes with Mr. R. Charles and further modifications (.3); read final version of distribution examples as e-mailed to DTDF (.1)	0.5	255.00
10-24-2006	S. Freeman Read e-mail from E. Karasik re term sheet issue and plan drafting	0.1	51.00
10-24-2006	S. Freeman Read DTDF analysis from Mr. T. Burr (.1); conference call with DTDF professionals, Mr. R. Charles and Mr. T. Burr (1.0); follow-up call with Mr. R. Charles and Mr. T. Burr (.5)e plan issues	1.6	816.00
10-24-2006	R. Charles Prepare for and meet with Mr. J. Herman, Mr. M. Levinson, Mr. M. Tucker, Mr. T. Burr and Ms. S. Freeman on Diversified negotiations (1.0); work on example for distribution and forward to Mr. Burr (.2); work with Mr. Burr and Ms. Freeman on Diversified negotiations, Malton Square and pending issues (.5) ; read memo from Ms. Freeman and create and revise three examples of potential plan distributions (.5); read memo from Ms. E. Karasik (.1); work with Ms. Freeman on the examples (.1); draft memo to Diversified professionals with same after inserting interim totals to clarify the presentation (.2) ; work with Ms. E. Karasik on plan issues (.1) ; work with Mr. Burr on plan alternatives and negotiations with Diversified (.1); read memo from Ms. Karasik with a new suggestion (.1)	2.8	1,078.00
10-25-2006	S. Freeman	0.1	51.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 44

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	Read S. Sherman e-mail re plan documents and deadlines		
10-25-2006	H. Taylor Begin preparing draft liquidating trust agreement	1.9	674.50
10-26-2006	S. Freeman Read Mr. E. Karasik comments on revised plan term sheet	0.1	51.00
10-26-2006	R. Charles Work with Mr. T. Burr on investigation of Diversified plan issues (.2); read memo from Mr. M. Levinson and suggestions of Diversified to joint plan term sheet (.3); read memo from Ms. E. Karasik on FTDF suggestions to joint plan term sheet (.2); call to Ms. S. Freeman (.1) and to Mr. Burr (.1) on meeting; draft memo to Mr. D. Walker on meeting (.1)	1.0	385.00
10-26-2006	H. Taylor Continue working on draft Liquidating Trust Agreement	4.6	1,633.00
10-27-2006	S. Freeman Partial participation in conference call of committee chair and professionals re formulating response to DTDF plan term sheet proosal	1.8	918.00
10-27-2006	R. Charles Work on plan term sheet (.2); meet with Mr. D. Walker, Mr. T. Burr, Ms. S. Freeman, and briefly Mr. D. Bunch, on plan alternatives and work on plan term sheet alternatives (2.4); work on memo to Mr. M. Levinson on counter-proposal (.5)	3.1	1,193.50
10-28-2006	R. Charles Work on response to Ms. E. Karasik (.4); work on joint term sheet and forward with comments to committees' counsel (.6); after reading memo from Ms. E. Karasik (.1); draft memo to Mr. M. Levinson with memo (.1); read memo from and forward revisions to Ms. E. Karasik (.1); read memo from Ms. Karasik on Sierra analysis (.1)	1.4	539.00
10-29-2006	R. Charles Read memo from Mr. J. Hermann on plan term sheet (.1); read accumulated communications from Mr. Burr on plan issues (.2); read and respond to memo from Mr. M. Levinson (.2); draft memo to Ms. E. Karasik on alternative structure (.1)	0.6	231.00
10-30-2006	S. Freeman	0.2	102.00



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 45

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	Read Mr. R. Charles analysis of plan issues to Mr. M. Levinson (.1); read A. Jarvis e-mail re plan filing and extension (.1)		
10-30-2006	S. Freeman Read e-mail exchange between Mr. R. Charles and Mr. M. Levinson re plan term sheet issues (.1); read e-mail exchange between R. Charles and Mr. E. Karasik re term sheet and plan drafting (.1)	0.2	102.00
10-30-2006	S. Freeman Study term sheets and DTDF e-mails and documentation and work on e-mail to M. Levinson	1.8	918.00
10-30-2006	S. Freeman Discuss proposed e-mail with Mr. R. Charles (.1); work on revisions (.2); join in conference call with other committees re term sheet (1.0); review mark-up of response from DTDF (.1)	1.4	714.00
10-30-2006	R. Charles Meet with Ms. E. Karasik, Mr. G. Garman, Ms. B. Higgins, Ms. E. Monson, and briefly on phone with Ms. S. Freeman, Mr. T. Burr, and Mr. M. Levinson, on plan term sheet issues (1.5), and discuss after with Ms. Karasik (.4); begin work on creditors trust agreement (.4); work with Ms. S. Freeman on Diversified term sheet (.1)	2.4	924.00
10-31-2006	S. Freeman Participate in call with DTDF professionals to reschedule call on plan and re DTDF committee votes	0.2	102.00
10-31-2006	R. Charles Work on issues with Diversified equity committee and term sheet (.2); work with Mr. T. Burr on the direct lender service fee and G&S issue (.1); work with Mr. Burr and Mr. Walker on compromise on direct lender surcharge (.1); work on order re extension of plan solicitation exclusivity (.1); call to Mr. G. Garman on issue with the 2% holdback in the term sheet (.1); negotiate with Ms. E. Karasik and respond to her inquiry on a meeting (.1); work with Ms. S. Freeman on plan issues (.2); then participate in negotiation with Mr. M. Levinson, Mr. M. Tucker, Ms. S. Freeman, Mr. T. Burr, Mr. C. Harvick on the plan issues (1.1); read and respond to Mr. J. Herman on 10-90 note (.1)	2.0	770.00
10-31-2006	M. Schoenike	0.2	36.00



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 46

Review joint plan term sheet

<b>TOTAL FOR TASK CODE B320</b>	<b>62.5</b>	<b>25,011.00</b>
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<b>TOTAL FEES</b>	<b>\$96,584.50</b>
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#### ADVANCES

09-22-2006	Delivery - UPS - - VENDOR:Worldwide Express Inv. 17973077054	21.75
09-27-2006	Other Disbursements - - VENDOR:A+ Conferencing call on 9/26/06	156.48
10-02-2006	Long Distance Telephone 1(801)532-1500 4427	1.98
10-02-2006	Long Distance Telephone 1(702)471-7432 4427	3.96
10-02-2006	Long Distance Telephone 1(801)532-1500 4427	2.97
10-02-2006	Long Distance Telephone 1(941)929-9044 4427	3.96
10-02-2006	Long Distance Telephone 1(702)253-5875 4427	2.97
10-02-2006	Long Distance Telephone 1(213)612-2413 4427	9.90
10-02-2006	Long Distance Telephone 1(801)323-3382 4427	0.99
10-03-2006	Long Distance Telephone 1(310)228-5605 4427	0.99
10-04-2006	Other Disbursements - - VENDOR:A+ Conferencing call on 10/3/06	165.72
10-04-2006	Westlaw	126.63
10-04-2006	Westlaw	5.86
10-04-2006	Westlaw	11.26
10-04-2006	Westlaw	118.18
10-04-2006	Photocopying	9.60
10-04-2006	Long Distance Telephone 1(702)388-6600 4427	1.98
10-04-2006	Long Distance Telephone 1(925)277-3580 4427	0.99
10-04-2006	Long Distance Telephone 1(310)228-5605 4427	30.69
10-05-2006	Photocopying	1.40
10-05-2006	Photocopying	4.80
10-05-2006	Photocopying	43.40
10-05-2006	Photocopying	116.20
10-05-2006	Long Distance Telephone 1(702)388-6709 4427	1.98
10-05-2006	Long Distance Telephone 1(602)418-2906 4427	5.88
10-06-2006	Postage	71.43
10-06-2006	Westlaw	21.10
10-06-2006	Westlaw	59.09
10-06-2006	Long Distance Telephone 1(602)424-7007 4427	2.28
10-09-2006	Other Disbursements - - VENDOR:A+ Conferencing call on 10/6/06	63.96
10-09-2006	Long Distance Telephone 1(702)796-5555 4427	3.96
10-09-2006	Long Distance Telephone 1(602)424-7007 4427	4.20



ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 47

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10-09-2006	Long Distance Telephone 1(702)228-7590 5314	6.93
10-09-2006	Long Distance Telephone 1(702)453-5863 5321	0.99
10-10-2006	Photocopying	4.80
10-10-2006	Long Distance Telephone 1(702)388-6600 4427	1.98
10-10-2006	Long Distance Telephone 1(702)250-3638 4427	2.97
10-10-2006	Long Distance Telephone 1(702)250-3638 4427	10.89
10-10-2006	Long Distance Telephone 1(702)388-6629 4427	5.94
10-11-2006	Other Disbursements - - VENDOR:A+ Conferencing call on 10/10/06	65.64
10-11-2006	Photocopying	579.20
10-11-2006	Long Distance Telephone 1(801)323-3321 8332	1.98
10-12-2006	Photocopying	0.80
10-13-2006	Photocopying	5.20
10-13-2006	Long Distance Telephone 1(520)296-3576 5314	1.32
10-13-2006	Long Distance Telephone 1(702)228-7590 5314	3.96
10-16-2006	Travel Expense by Ms S Freeman on 9/28/06 for travel to Las Vegas, NV for court hearing on 9/28/06	264.10
10-16-2006	Other Disbursements - - VENDOR:A+ Conferencing call on 10/14/06	22.92
10-16-2006	Photocopying	5.40
10-16-2006	Long Distance Telephone 1(702)474-2604 4427	0.99
10-16-2006	Long Distance Telephone 1(801)323-3321 5712	0.99
10-17-2006	Other Disbursements - - VENDOR:A+ Conferencing call on 10/16/06	237.72
10-17-2006	Long Distance Telephone 1(702)474-2604 4427	0.99
10-17-2006	Long Distance Telephone 1(702)302-2887 4427	7.92
10-17-2006	Long Distance Telephone 1(702)474-2604 4427	9.90
10-17-2006	Long Distance Telephone 1(702)855-4547 4427	5.94
10-18-2006	Postage	44.46
10-18-2006	Photocopying	4.20
10-18-2006	Photocopying	91.20
10-18-2006	Photocopying	4.00
10-18-2006	Long Distance Telephone 1(702)250-3638 5314	1.98
10-18-2006	Long Distance Telephone 1(480)505-4048 4427	0.36
10-18-2006	Long Distance Telephone 1(1480)747-5657 4427	0.56
10-18-2006	Long Distance Telephone 1(503)344-3733 4427	2.97
10-19-2006	Witness Fee - - VENDOR:USA Commercial Real Estate Group	40.00
10-19-2006	Photocopying	3.60
10-19-2006	Long Distance Telephone 1(310)228-5605 8336	0.99
10-19-2006	Long Distance Telephone 1(310)228-5605 8336	12.87
10-20-2006	Photocopying	5.80
10-20-2006	Long Distance Telephone 1(702)248-8822 5740	25.74
10-20-2006	Long Distance Telephone 1(702)474-2604 5740	0.99
10-20-2006	Long Distance Telephone 1(702)228-7590 5740	5.94
10-23-2006	Postage	100.05





ACCOUNT NO.	46533-00001
Invoice No.	785891
November 22, 2006	Page 48

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10-23-2006	Photocopying	138.00
10-23-2006	Photocopying	161.00
10-23-2006	Photocopying	5.20
10-23-2006	Photocopying	0.20
10-23-2006	Long Distance Telephone 1(310)228-5660 4427	1.98
10-23-2006	Facsimile Document 1-213-612-4128	2.00
10-24-2006	Travel Expense - - VENDOR:Robert M. Charles, Jr. Trv/LA, CA for meeting with all Committees on plan negotiations 10/12-13/06 165	668.27
10-24-2006	Travel Expense - - VENDOR:Robert M. Charles, Jr. Trv/Las Vegas, NV for Bankruptcy Court hearing on 10/19/06 165	299.32
10-24-2006	Postage	44.85
10-24-2006	Photocopying	4.00
10-24-2006	Photocopying	92.00
10-24-2006	Long Distance Telephone 1(702)233-6149 4427	38.61
10-25-2006	Other Disbursements - - VENDOR:A+ Conferencing call 10/24/06	46.56
10-25-2006	Photocopying	11.40
10-25-2006	Photocopying	0.40
10-25-2006	Photocopying	4.80
10-25-2006	Long Distance Telephone 1(520)349-0737 5314	0.36
10-26-2006	Long Distance Telephone 1(1480)505-4048 4427	0.59
10-26-2006	Long Distance Telephone 1(702)388-7185 4427	11.88
10-27-2006	Photocopying	6.40
10-27-2006	Long Distance Telephone 1(503)344-3733 5314	1.98
10-31-2006	Travel Expense - - VENDOR:Robert M. Charles, Jr. Trv/LV to attend continued hearings on sale issues/employee retention program 10/25/06 165	312.92
10-31-2006	Travel Expense - - VENDOR:Robert M. Charles, Jr. Trv/Las Vegas, NV for hearings on 10/30/06 165	308.43
10-31-2006	Service of Process - - VENDOR:Paradigm Attorney Service, Inc.	10.00
10-31-2006	Service of Process - - VENDOR:Paradigm Attorney Service, Inc.	65.00
10-31-2006	Service of Process - - VENDOR:Paradigm Attorney Service, Inc.	30.00
10-31-2006	Westlaw	49.21
10-31-2006	Westlaw	259.28
10-31-2006	Westlaw	119.59
10-31-2006	Westlaw	48.78
10-31-2006	Long Distance Telephone 1(775)788-2205 4427	2.97
10-31-2006	Long Distance Telephone 1(310)228-5605 4427	6.93
10-31-2006	Long Distance Telephone 1(503)344-3733 4427	2.97



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 49

10-31-2006	Long Distance Telephone 1(702)796-5555 4427	2.97
10-31-2006	Facsimile Document 1-503-344-3733	20.00

**TOTAL ADVANCES****\$ 5,450.57****TIMEKEEPER SUMMARY BY TASK**

<b>Timekeeper</b>	<b>Billed Per Hour</b>	<b>Hours Billed</b>	<b>Billed Amount</b>
<b>TASK CODE B110 CASE ADMINISTRATION</b>			
S. Freeman	510.00	4.1	2,091.00
R. Charles	385.00	15.2	5,852.00
H. Taylor	355.00	0.3	106.50
S. Brown	320.00	4.4	1,408.00
M. Schoenike	0.00	0.1	0.00
M. Schoenike	180.00	14.6	2,628.00
K. Cady	140.00	0.2	28.00
C. Jordan	0.00	6.5	0.00
C. Jordan	55.00	2.5	137.50
<b>TOTAL FOR TASK CODE B110</b>		<b>47.9</b>	<b>12,251.00</b>

**TASK CODE B120 ASSET ANALYSIS/RECOVERY**

S. Freeman	510.00	3.4	1,734.00
R. Charles	385.00	11.5	4,427.50
J. Hinderaker	340.00	6.9	2,346.00
P. Mause	200.00	6.7	1,340.00
<b>TOTAL FOR TASK CODE B120</b>		<b>28.5</b>	<b>9,847.50</b>



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 50

**TASK CODE B130 ASSET DISPOSITION**

S. Freeman	510.00	1.2	612.00
R. Charles	385.00	20.0	7,700.00
T. Morgan	400.00	16.9	6,760.00
S. Brown	320.00	0.8	256.00
M. Schoenike	180.00	0.4	72.00

**TOTAL FOR TASK CODE B130 39.3 15,400.00**

**TASK CODE B150 MEETINGS OF CREDITORS**

S. Freeman	510.00	4.2	2,142.00
R. Charles	385.00	28.5	10,972.50
M. Schoenike	0.00	3.0	0.00
M. Schoenike	180.00	3.9	702.00
S. Meskell	0.00	5.3	0.00
S. Meskell	145.00	4.8	696.00

**TOTAL FOR TASK CODE B150 49.7 14,512.50**

**TASK CODE B160 FEE/EMPLOYMENT APPLICATIONS**

S. Freeman	510.00	1.4	714.00
R. Charles	0.00	0.1	0.00
R. Charles	385.00	0.8	308.00
M. Schoenike	180.00	4.9	882.00

**TOTAL FOR TASK CODE B160 7.2 1,904.00**

**TASK CODE B170 FEE/EMPLOYMENT OBJECTIONS**



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 51

S. Freeman	510.00	4.8	2,448.00
R. Charles	0.00	0.1	0.00
R. Charles	385.00	2.3	885.50
S. Brown	320.00	0.1	32.00
M. Schoenike	180.00	0.2	36.00

**TOTAL FOR TASK CODE B170 7.5 3,401.50**

**TASK CODE B185 ASSUMPTION/REJECTION LEAS**

S. Freeman	510.00	0.3	153.00
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**TOTAL FOR TASK CODE B185 0.3 153.00**

**TASK CODE B190 OTHER CONTESTED MATTERS**

S. Freeman	510.00	1.4	714.00
R. Charles	385.00	7.8	3,003.00

**TOTAL FOR TASK CODE B190 9.2 3,717.00**

**TASK CODE B195 NON-WORKING TRAVEL**

R. Charles	385.00	10.9	4,196.50
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**TOTAL FOR TASK CODE B195 10.9 4,196.50**

**TASK CODE B220 EMPLOYEE BENEFITS/PENSION**

S. Freeman	510.00	0.4	204.00
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**TOTAL FOR TASK CODE B220 0.4 204.00**

**TASK CODE B230 FINANCING**



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 52

M. Schoenike	180.00	0.3	54.00
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<b>TOTAL FOR TASK CODE B230</b>		<b>0.3</b>	<b>54.00</b>
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**TASK CODE B310 CLAIMS ADMIN/OBJECTIONS**

S. Freeman	510.00	1.2	612.00
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R. Charles	385.00	3.0	1,155.00
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S. Brown	320.00	1.7	544.00
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M. Schoenike	180.00	5.3	954.00
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M. Linarez	55.00	5.0	275.00
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C. Jordan	55.00	41.4	2,277.00
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<b>TOTAL FOR TASK CODE B310</b>		<b>57.6</b>	<b>5,817.00</b>
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**TASK CODE B320 PLAN/DISCLOSURE STATEMENT**

S. Freeman	510.00	11.7	5,967.00
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R. Charles	385.00	40.9	15,746.50
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H. Taylor	355.00	6.5	2,307.50
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S. Brown	320.00	2.7	864.00
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M. Schoenike	180.00	0.7	126.00
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<b>TOTAL FOR TASK CODE B320</b>		<b>62.5</b>	<b>25,011.00</b>
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<b>TOTAL ALL TASKS</b>		<b>321.3</b>	<b>96,584.50</b>
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ACCOUNT NO. 46533-00001  
 Invoice No. 785891  
 November 22, 2006 Page 53

# TIMEKEEPER SUMMARY

Timekeeper	Billed Per Hour	Hours Billed	Billed Amount
S. Freeman	510.00	34.1	17,391.00
R. Charles	0.00	0.2	0.00
R. Charles	385.00	140.9	54,246.50
H. Taylor	355.00	6.8	2,414.00
J. Hinderaker	340.00	6.9	2,346.00
T. Morgan	400.00	16.9	6,760.00
S. Brown	320.00	9.7	3,104.00
P. Mause	200.00	6.7	1,340.00
M. Linarez	55.00	5.0	275.00
C. Jordan	0.00	6.5	0.00
C. Jordan	55.00	43.9	2,414.50
M. Schoenike	0.00	3.1	0.00
M. Schoenike	180.00	30.3	5,454.00
S. Meskell	0.00	5.3	0.00
S. Meskell	145.00	4.8	696.00
K. Cady	140.00	0.2	28.00
<b>Total all Timekeepers</b>		<b>321.3</b>	<b>\$ 96,584.50</b>



ACCOUNT NO. 46533-00001  
Invoice No. 785891  
November 22, 2006 Page 54

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**ADVANCE SUMMARY**

<b>Description</b>	<b>Amount</b>
Travel Expense	1,853.04
Service of Process	105.00
Witness Fee	40.00
Other Disbursements (Conference Calls)	759.00
Postage	260.79
Westlaw Computer Research	818.98
Delivery - UPS	21.75
Long Distance Telephone	267.01
Facsimile Document	22.00
Photocopying	1,303.00
<b>Total Advances</b>	<b>\$ 5,450.57</b>
<b>TOTAL FEES AND ADVANCES</b>	<b>\$102,035.07</b>

**DUE AND PAYABLE UPON RECEIPT**